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10
11 UNITED STATES DISTRICT COURT
12 NORTHERN DISTRICT OF CALIFORNIA
13 SAN FRANCISCO DIVISION

14 FEDERAL TRADE COMMISSION,

15 Plaintiff,

16 vs.

17 MICROSOFT CORP.

18 and

19 ACTIVISION BLIZZARD, INC.,

20 Defendants.

CASE NO. 3:23-cv-2880

**DECLARATION OF AZADEH
MORRISON IN SUPPORT OF NVIDIA
CORPORATION'S STATEMENT IN
SUPPORT OF SEALING REGARDING
ADMINISTRATIVE MOTIONS TO
CONSIDER WHETHER ANOTHER
PARTY'S MATERIAL SHOULD BE
SEALED (ECF 308 & 312)**

The Honorable Jacqueline Scott Corley

Declaration of Azadeh Morrison

I, Azadeh R. Morrison, declare as follows:

1. I am Senior Litigation Counsel at NVIDIA Corporation (“NVIDIA”), and I work closely with the GeForce NOW business. I have knowledge of the facts set forth in this declaration.

2. Pursuant to Local Rule 79-5, I submit this declaration in support of NVIDIA’s statement in support of sealing portions of the FTC’s final proposed findings of fact and conclusions of law and Microsoft and Activision’s final proposed findings of fact and conclusions of law.

3. Specifically, NVIDIA seeks to keep under seal the portions of the parties’ proposed findings that directly reference and quote from confidential NVIDIA materials, as reflected in the following table:

Document/Portion To Be Kept Sealed	Confidential NVIDIA Materials Referenced/Quoted
FTC’s proposed findings, Page 5, ¶ xxix, Lines 3 – 7	PX1781 and PX3381
FTC’s proposed findings, Page 40, ¶ 173, Lines 2 – 5	PX3381
FTC’s proposed findings, Page 56, ¶ 264, Lines 19 – 21	PX8000
FTC’s proposed findings, Page 75, ¶ 368, Lines 19 – 22	PX3069
FTC’s proposed findings, Page 111, ¶ 542, Lines 25 – 28	PX7062
FTC’s proposed findings, Page 134, ¶ 642, Lines 15 – 19	PX8000 and PX3381
FTC’s proposed findings, Page 134, ¶ 643, Lines 21 – Portion of Line 25	PX8000 and PX3381
FTC’s proposed findings, Page 134-135, ¶ 643, Lines 27 (Page 134) – 1 (Page 135)	PX3381
FTC’s proposed findings, Page 135, ¶ 644, Lines 3 – 5	PX3381
FTC’s proposed findings, Page 137, ¶ 657, Lines 26 – 27	PX7060
FTC’s proposed findings, Page 142, ¶ 677, Lines 1 – 2	PX8000
FTC’s proposed findings, Page 142, ¶ 678, Lines 4 – 7	PX8000
FTC’s proposed findings, Page 145, ¶ 695, Lines 4 – 5	PX7060
FTC’s proposed findings, Page 154, ¶ 747, Lines 3 – 4	PX3381
FTC’s proposed findings, Page 157, ¶ 771, Lines 11 – 12	PX7060
FTC’s proposed findings, Page 161, ¶ 799, Lines 16 – 25	PX8000 and PX3104

DECLARATION OF AZADEH MORRISON IN SUPPORT OF NVIDIA CORPORATION’S STATEMENT IN SUPPORT OF SEALING REGARDING ADMINISTRATIVE MOTIONS TO CONSIDER WHETHER ANOTHER PARTY’S MATERIAL SHOULD BE SEALED (ECF 308 & 312)

Microsoft and Activision's proposed findings, Page 24, ¶ 79, Portion of Line 4	PX7060
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4. PX1781 is an existing confidential agreement between NVIDIA and Microsoft, the terms of which are highly sensitive and nonpublic. Portions of the FTC's proposed findings directly reference the confidential terms of this agreement.

5. PX3069 is an internal NVIDIA presentation entitled "GFN Review January 8, 2021." Portions of the FTC's proposed findings directly reference Page -008 of PX3069, which describes nonpublic information regarding NVIDIA's subscription pricing information and internal competitive analyses.

6. PX3104 contains an NVIDIA presentation to the Competition and Markets Authority, which was disclosed pursuant to a compulsory process and would not have otherwise been disclosed outside NVIDIA. Portions of the FTC's proposed findings directly reference Page -291 to -293 of PX3104, which describe nonpublic information concerning NVIDIA's business negotiations with a game publisher and NVIDIA's internal analyses regarding those negotiations.

7. PX7060 is the transcript of a deposition of an NVIDIA executive taken during the FTC's investigation of Microsoft's acquisition of Activision, and PX3381 is the video from that deposition. The FTC's proposed findings and Defendants' proposed findings directly reference and quote from the following parts of PX7060 and PX3381: 48:14-18; 49:11-13; 49:17-50:01; 70:7-17, 70:18-71:1; 75:17-22; 85:1-7; 86:11-87:17; 87:18-88:12; 104:9-15; 124:5-12; 127:1-129:3; 129:23-130:12. These parts describe nonpublic information concerning NVIDIA's cloud gaming service, GeForce NOW, including NVIDIA's internal analyses regarding its existing agreement with Microsoft, financial status and strategy, negotiations and relationships with game publishers, and data centers and technological capabilities.

8. PX7062 is the transcript of a deposition of an NVIDIA executive taken during the FTC's investigation of Microsoft's acquisition of Activision. The FTC's proposed findings directly reference and quote from PX7062 at 34:13-35:18, which describes nonpublic information concerning GeForce NOW, including negotiations and relationships with game developers.

9. PX8000 is the declaration of an NVIDIA executive submitted to the FTC during the

1 FTC's investigation of Microsoft's acquisition of Activision. The FTC's proposed findings directly
2 reference and quote from PX8000 ¶¶ 43-46, 49, which describe nonpublic information concerning
3 GeForce NOW, including NVIDIA's internal competitive analyses, negotiations and relationship
4 with a game publisher, internal analyses regarding contract negotiations, and internal analyses
5 regarding future business projections.

6 10. Information about NVIDIA's business negotiations, data centers and technological
7 capabilities, financial information, internal analyses, and strategy is highly confidential. NVIDIA
8 keeps this information secret. Information about GeForce NOW strategy are not shared outside of
9 NVIDIA. Information regarding plans for launching games on GeForce NOW may be shared with
10 publishers and other business partners, but only under non-disclosure agreements. Information
11 about agreements is not shared outside of NVIDIA, other than with the counterparty to an
12 agreement.

13 11. NVIDIA would be harmed by public disclosure of this highly confidential
14 information. The market for streaming video games is competitive and rapidly growing, with
15 several existing competitors and many potential participants. Both current and potential competitors
16 could use the highly confidential information, which reveals NVIDIA's business performance,
17 strategy, and business decision-making, to gain an unfair advantage in the marketplace.

18 12. I declare under penalty of perjury under the laws of the United States of America that
19 the foregoing is true and correct and that this declaration was executed on July 18, 2023 in Los
20 Gatos, California.

21 DATED: July 18, 2023
22

23 DocuSigned by:
24 *Azadeh Morrison*
25 B2B90283F8A641E...
26 By _____
27 AZADEH R. MORRISON
28